
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

August 8, 2019
Date of Report (Date of earliest event reported)

Essential Properties Realty Trust, Inc.
(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

001-38530
(Commission File Number)

82-4005693
(IRS Employer Identification No.)

902 Carnegie Center Blvd., Suite 520
Princeton, New Jersey
(Address of principal executive offices)

08540
(Zip Code)

Registrant's telephone number, including area code: **(609) 436-0619**

Securities registered pursuant to Section 12(b) of the Act:

| <u>Title of Each Class</u> | <u>Trading Symbol(s)</u> | <u>Name of Each Exchange on Which Registered</u> |
|--------------------------------|--------------------------|--|
| Common Stock, \$0.01 par value | EPRT | New York Stock Exchange |

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 3.03. Material Modification to Rights of Security Holders.

On August 8, 2019, pursuant to Section 7.2.8 of Article VII of the charter (the “Charter”) of Essential Properties Realty Trust, Inc., a Maryland corporation (the “Company”), the Board of Directors of the Company adopted resolutions increasing the Common Stock Ownership Limit (as defined in the Charter) from 7.5% to 9.8% (in value or in number of shares, whichever is more restrictive), of the aggregate of the outstanding shares of Common Stock (as defined in the Charter) of the Company, and (ii) increased the Aggregate Stock Ownership Limit (as defined in the Charter) from 7.5% to 9.8% in value of the aggregate of the outstanding shares of Capital Stock (as defined in the Charter).

On August 8, 2019, the Company filed a Certificate of Notice with the State Department of Assessments and Taxation of Maryland (the “Certificate of Notice”) reflecting the increase in the ownership limits described above. The Certificate of Notice is filed herewith as Exhibit 3.1 and is incorporated by reference herein.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

The information set forth above in Item 3.03 of this Current Report on Form 8-K is incorporated by reference herein. The Certificate of Notice filed herewith as Exhibit 3.1 is incorporated by reference herein.

Item 9.01 — Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 3.1 | Certificate of Notice, dated August 8, 2019 |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ESSENTIAL PROPERTIES REALTY TRUST, INC.

Date: August 8, 2019

By: _____
/s/ Hillary P. Hai
Hillary P. Hai
Chief Financial Officer

ESSENTIAL PROPERTIES REALTY TRUST, INC.

CERTIFICATE OF NOTICE

THIS IS TO CERTIFY THAT:

FIRST: The Board of Directors of Essential Properties Realty Trust, Inc., a Maryland corporation (the "Corporation"), pursuant to Section 7.2.8 of Article VII of the charter of the Corporation (the "Charter"), has (i) increased the Common Stock Ownership Limit (as defined in the Charter) to 9.8% (in value or in number of shares, whichever is more restrictive), of the aggregate of the outstanding shares of Common Stock (as defined in the Charter) of the Corporation, and (ii) increased the Aggregate Stock Ownership Limit (as defined in the Charter) to 9.8% in value of the aggregate of the outstanding shares of Capital Stock (as defined in the Charter).

SECOND: The undersigned officer acknowledges this Certificate of Notice to be the corporate act of the Corporation and as to all matters or facts required to be verified under oath, the undersigned officer acknowledges that to the best of such officer's knowledge, information and belief, these matters and facts are true in all material respects and that this statement is made under the penalties for perjury.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Notice to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Executive Vice President and Secretary on this 8th day of August, 2019 .

ATTEST:

ESSENTIAL PROPERTIES REALTY TRUST, INC.

/s/ Gregg A. Seibert
Gregg A. Seibert
Executive Vice President and
Secretary

By: /s/ Peter M. Mavoides (SEAL)
Peter M. Mavoides
President and Chief Executive Officer